

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 70648 / October 9, 2013**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12907**

**In the Matter of**  
  
**MORGAN STANLEY & CO.**  
**INCORPORATED,**  
  
**Respondents.**

**ORDER DIRECTING DISBURSEMENT**  
**OF FAIR FUND**

On February 26, 2010, the United States Securities and Exchange Commission (“Commission”) issued a Notice of Proposed Plan of Distribution and Opportunity for Comment (“Notice”) (Exchange Act Rel. No. 61598) pursuant to Rule 1103 of the Commission’s Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. § 201.1103. The Notice advised parties they could obtain a copy of the Plan of Distribution (“Distribution Plan”) at [www.sec.gov](http://www.sec.gov). The Notice also advised that all persons desiring to comment on the Distribution Plan could submit their comments, in writing, within 30 days of the date of the Notice. No comments were received by the Commission in response to the Notice. On April 9, 2010, the Commission issued an Order Approving Plan and Appointing a Plan Administrator (Exchange Act Rel. No. 61882).

The Distribution Plan provides that the Commission will arrange for distribution of the Fair Fund through the United States Department of Treasury’s Financial Management System when a validated electronic payment file listing the payees with the identification information required to make the distribution has been received and accepted by the staff. The validated electronic payment file has been received and accepted for the disbursement of \$17,215,108.26.

Accordingly, it is ORDERED that the Commission staff shall disburse the Fair Fund in the amount stated in the validated electronic payment file of \$17,215,108.26 as provided for in the Distribution Plan.

By the Commission.

Kevin M. O’Neill  
Deputy Secretary